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**洛陽欒川鉬業集團股份有限公司**

**China Molybdenum Co., Ltd.\***

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 03993)

**POLL RESULTS OF  
THE 2013 FIRST EXTRAORDINARY GENERAL MEETING,  
THE 2013 SECOND CLASS MEETING OF HOLDERS OF A SHARES  
AND  
THE 2013 SECOND CLASS MEETING OF HOLDERS OF H SHARES  
HELD ON 25 NOVEMBER 2013**

**APPOINTMENT OF NON-EXECUTIVE DIRECTOR  
AND  
CHANGE OF SPONSOR**

References are made to the notice of the 2013 First Extraordinary General Meeting (the “**EGM**”), the notice of the 2013 Second Class Meeting of Holders of A Shares (the “**A Shareholders’ Class Meeting**”) and the notice of the 2013 Second Class Meeting of Holders of H Shares (the “**H Shareholders’ Class Meeting**”) all dated 10 October 2013 (collectively the “**Notices**”) of China Molybdenum Co., Ltd.\* (the “**Company**”) and the circular of the Company dated 8 November 2013 (the “**Circular**”) containing details of the resolutions tabled before the 2013 EGM, the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting (collectively the “**Meetings**”) for shareholders’ approval. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the Notices and the Circular.

The Board is pleased to announce that the Meetings were held on Monday, 25 November 2013 at the International Conference Room of Mudu-Lee Royal International Hotel at No. 239, Kaiyuan Street, Luolong District, Luoyang City, Henan Province, the PRC.

## **I. ATTENDANCE OF THE MEETINGS**

### **(1) ATTENDANCE OF THE EGM**

The number of issued shares of the Company as at the date of the EGM was 5,076,170,525 shares, being the total number of shares entitling the holders to attend and vote for or against any of the resolutions proposed at the EGM.

Shareholders and authorised proxies holding an aggregate of 3,668,645,285 shares, representing approximately 72.27% of the total issued shares of the Company were present at the EGM. Among those Shareholders, A Shareholders and authorised proxies holding an aggregate of 3,503,480,207 A Shares, representing approximately 69.02% of the total issued shares of the Company were present at the EGM; H Shareholders and authorised proxies holding an aggregate of 165,165,078 H Shares, representing approximately 3.25% of the total issued shares of the Company were present at the EGM.

### **(2) ATTENDANCE OF A SHAREHOLDERS' CLASS MEETING**

The number of issued A Shares as at the date of the A Shareholders' Class Meeting was 3,765,014,525 shares, being the total number of A Shares entitling the A Shareholders to attend and vote for or against the resolutions proposed at the A Shareholders' Class Meeting.

A Shareholders and authorised proxies holding an aggregate of 3,503,480,207 A Shares, representing approximately 93.05% of the total issued A Shares were present at the A Shareholders' Class Meeting.

### **(3) ATTENDANCE OF THE H SHAREHOLDERS' CLASS MEETING**

The number of issued H Shares as at the date of the H Shareholders' Class Meeting was 1,311,156,000 shares, being the total number of H Shares entitling the H Shareholders to attend and vote for or against the resolutions proposed at the H Shareholders' Class Meeting.

H Shareholders and authorised proxies holding an aggregate of 164,388,077 H Shares, representing approximately 12.54% of the total issued H Shares of the Company were present at the H Shareholders' Class Meeting.

There were no shares of the Company entitling the holders to attend and abstain from voting in favour at the EGM and the H Shareholders' Class Meeting as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the EGM and the H Shareholders' Class Meeting and none of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the EGM and the H Shareholders' Class Meeting.

The holding of the Meetings was in compliance with the requirements of the Company Law of the PRC and the provisions of the Articles of Association. The Meetings were chaired by Mr. Wu Wenjun, the Chairman of the Board.

## II. VOTING RESULTS OF THE MEETINGS

### (1) VOTING RESULTS OF THE EGM

All resolutions were considered and passed at the EGM by way of poll, and the voting results are as follows:

SPECIAL RESOLUTION		No. of votes (%)		
		For	Against	Abstain
1.	“To consider and approve the proposal in respect of the acquisition of 80% interest in Northparkes Joint Venture held by North Mining Limited and certain associated rights and assets by CMOC Mining Pty Limited, a wholly-owned subsidiary of the Company.”	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
ORDINARY RESOLUTION		No. of votes (%)		
		For	Against	Abstain
2.	“To consider and approve the proposal in respect of the change in use of proceeds.”	3,668,231,286 99.98872%	108,099 0.00295%	305,900 0.00834%

SPECIAL RESOLUTIONS		No. of votes (%)		
		For	Against	Abstain
3.	“To consider and approve the proposal in respect of the plan of the issuance of A Share Convertible Bonds:			
	1. Type of securities to be issued	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	2. Issue size	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	3. Par value and issue price	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	4. Term	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	5. Interest rate	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	6. Method and timing of interest payment	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	7. Conversion period	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	8. Determination and adjustment of the CB Conversion Price	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	9. Terms of the downward adjustment to CB Conversion Price	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	10. Method for determining the number of Shares for conversion	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	11. Terms of redemption	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	12. Terms of sale back	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	13. Entitlement to dividend of the year of conversion	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%

	14. Method of issuance and target investors	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	15. Subscription arrangement for the existing holders of A Shares	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	16. CB Holders and CB Holders' meetings	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	17. Use of proceeds	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	18. Guarantee	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	19. Account for deposit of proceeds	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	20. Validity period of this resolution	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
	21. Matters relating to authorization in connection with the issuance of the Convertible Bonds.”	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
<b>ORDINARY RESOLUTIONS</b>		<b>No. of votes (%)</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain</b>
4.	“To consider and approve the proposal in respect of the statement on the use of proceeds from previous fund raising activity.”	3,668,252,286 99.98929%	84,999 0.00232%	308,000 0.00840%
5.	“To consider and approve the proposal in respect of the proposed use of proceeds to be raised from the issuance of A Share Convertible Bonds and the feasibility of the new project after changing the use of proceeds raised from previous fund raising activity.”	3,668,231,286 99.98872%	105,999 0.00289%	308,000 0.00840%

SPECIAL RESOLUTIONS		No. of votes (%)		
		For	Against	Abstain
6.	“To consider and approve the proposal in respect of the provision of guarantee by the Company for the domestic and offshore financing for the overseas acquisition.”	3,668,231,286 99.98872%	105,999 0.00289%	308,000 0.00840%
7.	“To consider and approve the proposal in respect of the proposed appointment of Mr. Yuan Honglin as a non-executive Director and to determine his remuneration.”	3,661,462,856 99.80422%	7,145,429 0.19477%	37,000 0.00101%

## (2) VOTING RESULTS OF THE A SHAREHOLDERS’ CLASS MEETING

The resolutions at the A Shareholders’ Class Meeting were put to the vote by way of poll and were approved by the A Shareholders. The poll results of the resolutions at the A Shareholders’ Class Meeting are as follows:

SPECIAL RESOLUTIONS		No. of votes (%)		
		For	Against	Abstain
“To consider and approve the proposal in respect of the plan of the issuance of A Share Convertible Bonds:				
1.	Type of securities to be issued	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
2.	Issue size	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
3.	Par value and issue price	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
4.	Term	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
5.	Interest rate	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%

6.	Method and timing of interest payment	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
7.	Conversion period	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
8.	Determination and adjustment of the CB Conversion Price	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
9.	Terms of the downward adjustment to CB Conversion Price	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
10.	Method for determining the number of Shares for conversion	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
11.	Terms of redemption	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
12.	Terms of sale back	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
13.	Entitlement to dividend of the year of conversion	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
14.	Method of issuance and target investors	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
15.	Subscription arrangement for the existing holders of A Shares	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
16.	CB Holders and CB Holders' meetings	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
17.	Use of proceeds	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
18.	Guarantee	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
19.	Account for deposit of proceeds	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
20.	Validity period of this resolution	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%
21.	Matters relating to authorization in connection with the issuance of the Convertible Bonds.”	3,503,359,208 99.99655%	83,999 0.00240%	37,000 0.00106%

### (3) VOTING RESULTS OF THE H SHAREHOLDERS' CLASS MEETING

The resolutions at the H Shareholders' Class Meeting were put to the vote by way of poll and were approved by the H Shareholders. The poll results of the resolutions at the H Shareholders' Class Meeting are as follows:

SPECIAL RESOLUTIONS	No. of votes (%)		
	For	Against	Abstain
“To consider and approve the proposal in respect of the plan of the issuance of A Share Convertible Bonds:			
1. Type of securities to be issued	164,387,077 99.9994%	1,000 0.0006%	— —
2. Issue size	164,387,077 99.9994%	1,000 0.0006%	— —
3. Par value and issue price	164,387,077 99.9994%	1,000 0.0006%	— —
4. Term	164,387,077 99.9994%	1,000 0.0006%	— —
5. Interest rate	164,387,077 99.9994%	1,000 0.0006%	— —
6. Method and timing of interest payment	164,387,077 99.9994%	1,000 0.0006%	— —
7. Conversion period	164,387,077 99.9994%	1,000 0.0006%	— —
8. Determination and adjustment of the CB Conversion Price	164,387,077 99.9994%	1,000 0.0006%	— —
9. Terms of the downward adjustment to CB Conversion Price	164,387,077 99.9994%	1,000 0.0006%	— —
10. Method for determining the number of Shares for conversion	164,387,077 99.9994%	1,000 0.0006%	— —
11. Terms of redemption	164,387,077 99.9994%	1,000 0.0006%	— —
12. Terms of sale back	164,387,077 99.9994%	1,000 0.0006%	— —



13. Entitlement to dividend of the year of conversion	164,387,077 99.9994%	1,000 0.0006%	— —
14. Method of issuance and target investors	164,387,077 99.9994%	1,000 0.0006%	— —
15. Subscription arrangement for the existing holders of A Shares	164,387,077 99.9994%	1,000 0.0006%	— —
16. CB Holders and CB Holders' meetings	164,387,077 99.9994%	1,000 0.0006%	— —
17. Use of proceeds	164,387,077 99.9994%	1,000 0.0006%	— —
18. Guarantee	164,387,077 99.9994%	1,000 0.0006%	— —
19. Account for deposit of proceeds	164,387,077 99.9994%	1,000 0.0006%	— —
20. Validity period of this resolution	164,387,077 99.9994%	1,000 0.0006%	— —
21. Matters relating to authorization in connection with the issuance of the Convertible Bonds.”	164,387,077 99.9994%	1,000 0.0006%	— —

Two representatives from the Company's Shareholders, representative from Llinks Law Offices, representative from Deloitte Touche Tohmatsu Certified Public Accountants LLP and Mr. Deng Jiaoyun, the Company's supervisor, were appointed as the joint scrutineers for the vote-taking and vote-calculating at the Meetings.

Deloitte Touche Tohmatsu Certified Public Accountants LLP, the auditors of the Company, acted as the joint scrutineers and compared the poll results summary to the poll forms collected and provided by the Company. The work performed by Deloitte Touche Tohmatsu Certified Public Accountants LLP in this respect did not constitute an assurance engagement in accordance with China Standards on Auditing (中國註冊會計師審計準則), China Standards on Review Engagements (中國註冊會計師審閱準則) or China Standards on Other Assurance Engagements (中國註冊會計師其他鑒證業務準則) nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

### III. ATTESTATION BY LAWYERS

The aforesaid Meetings were attested by Llinks Law Offices, which issued a legal opinion, certifying that the convening and procedures of the Meetings, the qualification of the attendees, the qualification of the conveners, and the voting procedures and results were in compliance with the relevant PRC laws and regulations and the Articles of Association. The resolutions passed at the aforesaid Meetings were lawful and valid.

### IV. APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The biographical details of Mr. Yuan Honglin, the non-executive Director appointed by the above special resolution numbered 7 as approved by the Shareholders at the EGM, are set out below:-

**Mr. Yuan Honglin**, aged 45, has over 20 years of experience in the banking industry. Mr. Yuan graduated from Nanjing University in July 1990 with a bachelor's degree in economics. In July 2004, Mr. Yuan obtained a MBA degree from Shanghai Jiao Tong University. From August 1990 to May 2000, Mr. Yuan worked at Bank of China Limited, Nantong Branch where he held various positions including vice president of the Rudong sub-branch and manager of the credit management department. Between June 2000 and August 2007, Mr. Yuan worked at China Merchants Bank Limited, Shanghai Branch where he held various positions including president of Jiang Wan sub-branch and general manager of corporate banking department. From September 2007 to September 2012, Mr. Yuan worked at PingAn Bank Co., Ltd. where he held various positions including assistant to the president of the Shanghai branch, vice president (responsible for the overall business operations) of the Shanghai Branch and general manager of the corporate banking department responsible for the northern region of China. From October 2012 to the present, Mr. Yuan has been the deputy general manager of Cathay Fortune Capital Limited, a wholly-owned subsidiary of Cathay Fortune Corporation, a controlling shareholder of the Company.

Mr. Yuan Honglin has been appointed by the Shareholders as a non-executive director of the Company with a term of office commencing from the date on which the resolution regarding his appointment was passed at the EGM until the conclusion of the annual general meeting (“AGM”) to be held in 2015, subject to retirement by rotation and re-election at the AGMs pursuant to the Articles of Association. His remuneration will be determined by reference to his job responsibilities and prevailing market conditions. Mr. Yuan Honglin is entitled to annual director’s remuneration of RMB90,000.

Save as disclosed above, as at the date of this announcement, Mr. Yuan Honglin does not have any relationship with any Directors, senior management nor substantial shareholders of the Company, and does not hold any other positions in the Company nor any subsidiaries of the Company nor any other directorships in listed public companies in the last three years.

As at the date of this announcement, Mr. Yuan Honglin does not have any interests nor short positions in any shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters in relation to the appointment of Mr. Yuan Honglin as a non-executive director that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Upon the appointment of Mr. Yuan Honglin, the requirements of (i) the number of directors under the Articles of Association, and (ii) the number of members of the remuneration committee under the terms of reference and operation rules of the remuneration committee of the Company, have been fulfilled by the Company.

## V. CHANGE OF SPONSOR

The A Share Issue was completed in October 2012. Pursuant to the sponsorship agreement entered into by the Company and Essence Securities Co., Ltd., Essence Securities Co., Ltd. as the sponsor of the A Share Issue would provide ongoing guidance to the Company until 31 December 2014.

Upon the passing of the above-mentioned resolutions with respect to the A Share Convertible Bonds, the Company entered into a sponsorship agreement with China Merchants Securities Co., Ltd. pursuant to which China Merchants Securities Co., Ltd. would act as the sponsor for the A Share Convertible Bonds. According to the relevant requirements of the Administrative Measures on Sponsorship for Securities Issuance and Listing (證券發行上市保薦業務管理辦法), as a result of entering into a new sponsorship agreement, China Merchants Securities Co., Ltd. will become responsible for the provision of ongoing guidance to the Company from 25 November 2013 to 31 December 2014.

By Order of the Board  
**China Molybdenum Co., Ltd. \***  
**Wu Wenjun**  
*Chairman*

Luoyang City, Henan Province, PRC, 25 November 2013

*As at the date of this announcement, the Directors of the Company are:*

*Executive Directors*

*Mr. Wu Wenjun, Mr. Li Chaochun, Mr. Li Faben, Mr. Wang Qinxi and Ms. Gu Meifeng*

*Non-executive Directors*

*Mr. Zhang Yufeng and Mr. Yuan Honglin*

*Independent Non-executive Directors*

*Mr. Bai Yanchun, Mr. Xu Shan, Mr. Cheng Gordon and Mr. Xu Xu*

\* *For identification purposes only*